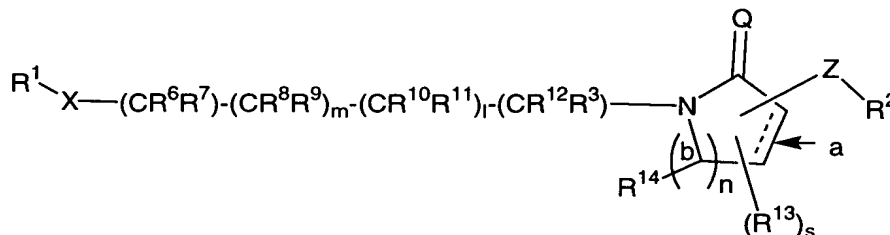


What is claimed is:

1. A compound of Formula (I)



(I)

or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

10 Z is selected from a bond, -NR¹⁸C(O)-, -NR¹⁸C(S)-, -NR¹⁸C(O)NH-, -NR¹⁸C(S)NH-, -NR¹⁸SO₂-, -NR¹⁸SO₂NH-, -C(O)NR¹⁸-, -OC(O)NR¹⁸-, -NR¹⁸C(O)O-, -(CR²⁵R²⁵)ₜ-, -CR²⁴=CR²⁴-, -CR²⁵R²⁵C(O)-, -C(O)CR²⁵R²⁵-, -CR²⁵R²⁵C(=N-OR²⁶)-, -O-CR²⁴R²⁴-, -C R²⁴R²⁴-O-, -O-,
15 -NR¹⁹-, -NR¹⁹-CR²⁴R²⁴-, -CHR²⁴-NR¹⁹-, -S(O)ₚ-, -S(O)ₚ-CR²⁴R²⁴-, and -S(O)ₚ-NR¹⁹-;

Q is selected from O or S;

20 wherein neither Z nor R¹³ are connected to a carbon atom labeled (b);

X is selected from -NR¹⁷- and -CHR¹⁶NR¹⁷-;

25 bond (a) is a single or double bond;

alternatively, when n is equal to 2, two atoms labeled (b) may join through a double bond;

30 R¹ is selected from a C₆-₁₀ aryl group substituted with 0-5 R⁴ and a 5-10 membered heteroaryl system

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R⁴;

5 R² is selected from a C₆₋₁₀ aryl group substituted with 0-5 R⁵ and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R⁵;

10 R³ is selected from H, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{3d}, (CRR)_qS(O)_pR^{3d}, (CRR)_rC(O)R^{3b}, (CRR)_qNR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}OR^{3d}, (CRR)_qSO₂NR^{3a}R^{3a}, (CRR)_rC(O)OR^{3d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{3e}, and a (CRR)_r-5-10 membered heterocyclic system containing 15 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

with the proviso that R³ is not H if R⁶ is H;

20 alternatively, R³ and R¹² join to form a C₃₋₆ cycloalkyl substituted with 0-2 R^{3g}, a 5-6 membered lactam ring in which carbon atoms of the ring are substituted with 0-2 R^{3g}, or a 5-6 membered lactone ring in which carbon atoms of the ring are substituted with 25 0-2 R^{3g};

R^{3a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{3c}, C₂₋₆ alkyl substituted with 0-3 R^{3e}, C₃₋₈ alkenyl substituted 30 with 0-3 R^{3e}, C₃₋₈ alkynyl substituted with 0-3 R^{3e}, (CH₂)_r-C₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{3e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4

heteroatoms selected from N, O, and S, substituted
with 0-3 R^{3e};

R^{3b}, at each occurrence, is independently selected from
5 C₁₋₆ alkyl substituted with 0-3 R^{3e}, C₂₋₈ alkenyl
substituted with 0-3 R^{3e}, C₂₋₈ alkynyl substituted
with 0-3 R^{3e}, a (CH₂)_r-C₃₋₆ carbocyclic residue
substituted with 0-2 R^{3e}, and a (CH₂)_r-5-6 membered
heterocyclic system containing 1-4 heteroatoms
10 selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3c} is independently selected from -C(O)R^{3b}, -C(O)OR^{3d},
-C(O)NR^{3f}R^{3f}, and (CH₂)_rphenyl;

15 R^{3d}, at each occurrence, is independently selected from H,
methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{3e},
C₃₋₆ alkenyl substituted with 0-3 R^{3e}, C₃₋₆ alkynyl
substituted with 0-3 R^{3e}, a C₃₋₁₀ carbocyclic residue
substituted with 0-3 R^{3e}, and a (CH₂)_r-5-6 membered
20 heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈
alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I,
25 CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH,
(CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{3f}R^{3f}, and (CH₂)_rphenyl;

R^{3f}, at each occurrence, is selected from H, C₁₋₆ alkyl,
and C₃₋₆ cycloalkyl;

30

R^{3g} is selected from $(CHR)_rOH$, $(CHR)_rSH$, $(CHR)_rOR^{3d}$,
 $(CHR)_rS(O)_rR^{3d}$, $(CHR)_rC(O)R^{3b}$, $(CHR)_rNR^{3a}R^{3a}$,
 $(CHR)_rC(O)NR^{3a}R^{3a}$, $(CHR)_rC(O)NR^{3a}OR^{3d}$,
 $(CHR)_rSO_2NR^{3a}R^{3a}$, $(CHR)_rC(O)OR^{3d}$, and a $(CHR)_r-C_{3-10}$
 5 carbocyclic residue substituted with 0-5 R^{3e} ;

R , at each occurrence, is independently selected from H,
 C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$
 cycloalkyl, $(CHR)_rC(O)NR^{3a}R^{3a}$, and $(CHR)_rC(O)OR^{3d}$, and
 10 $(CH_2)_r$ phenyl substituted with 0-3 R^{3e} , and a
 $(CH_2)_r-5-10$ membered heterocyclic system containing
 1-4 heteroatoms selected from N, O, and S,
 substituted with 0-3 R^{3e} ;

15 R^4 , at each occurrence, is selected from C_{1-8} alkyl, C_{2-8}
 alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br,
 I, F, NO_2 , CN, $(CR'R')_rNR^{4a}R^{4a}$, $(CR'R')_rOH$,
 $(CR'R')_rO(CR'R')_rR^{4d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$,
 $(CR'R')_rS(CR'R')_rR^{4d}$, $(CR'R')_rC(O)OH$,
 20 $(CR'R')_rC(O)(CR'R')_rR^{4b}$, $(CR'R')_rC(O)NR^{4a}R^{4a}$,
 $(CR'R')_rNR^{4f}C(O)(CR'R')_rR^{4b}$, $(CR'R')_rC(O)O(CR'R')_rR^{4d}$,
 $(CR'R')_rOC(O)(CR'R')_rR^{4b}$,
 $(CR'R')_rNR^{4f}C(O)O(CR'R')_rR^{4d}$, $(CR'R')_rOC(O)NR^{4a}R^{4a}$,
 $(CR'R')_rNR^{4a}C(S)NR^{4a}(CR'R')_rR^{4d}$,
 25 $(CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}$, $(CR'R')_rC(=NR^{4f})NR^{4a}R^{4a}$,
 $(CR'R')_rNHC(=NR^{4f})NR^{4f}R^{4f}$, $(CR'R')_rS(O)_p(CR'R')_rR^{4b}$,
 $(CR'R')_rS(O)_2NR^{4a}R^{4a}$, $(CR'R')_rNR^{4f}S(O)_2NR^{4a}R^{4a}$,
 $(CR'R')_rNR^{4f}S(O)_2(CR'R')_rR^{4b}$, C_{1-6} haloalkyl, C_{2-8}
 alkenyl substituted with 0-3 R' , C_{2-8} alkynyl
 30 substituted with 0-3 R' , and $(CR'R')_r$ phenyl
 substituted with 0-3 R^{4e} ;

alternatively, two R⁴ on adjacent atoms on R¹ may join to form a cyclic acetal;

5 R^{4a}, at each occurrence, is independently selected from H, methyl substituted with 0-1R^{4g}, C₂₋₆ alkyl substituted with 0-2 R^{4e}, C₃₋₈ alkenyl substituted with 0-2 R^{4e}, C₃₋₈ alkynyl substituted with 0-2 R^{4e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{4e}, and a (CH₂)_r-5-10 membered heterocyclic
10 system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

R^{4b}, at each occurrence, is selected from C₁₋₆ alkyl substituted with 0-2 R^{4e}, C₃₋₈ alkenyl substituted with 0-2 R^{4e}, C₃₋₈ alkynyl substituted with 0-2 R^{4e},
15 a (CH₂)_rC₃₋₆ carbocyclic residue substituted with 0-3 R^{4e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

20 R^{4d}, at each occurrence, is selected from C₃₋₈ alkenyl substituted with 0-2 R^{4e}, C₃₋₈ alkynyl substituted with 0-2 R^{4e}, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{4e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{4e}, and a (CH₂)_r-5-6 membered
25 heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{4e};

R^{4e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4f}R^{4f}, and (CH₂)_rphenyl;
30

R^{4f} , at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{4g} is independently selected from $-C(O)R^{4b}$, $-C(O)OR^{4d}$,
5 $-C(O)NR^{4f}R^{4f}$, and $(CH_2)_r$ phenyl;

R^5 , at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(CR'R')_rNR^{5a}R^{5a}$, $(CR'R')_rOH$,
10 $(CR'R')_rO(CR'R')_rR^{5d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$,
 $(CR'R')_rS(CR'R')_rR^{5d}$, $(CR'R')_rC(O)OH$,
 $(CR'R')_rC(O)(CR'R')_rR^{5b}$, $(CR'R')_rC(O)NR^{5a}R^{5a}$,
 $(CR'R')_rNR^{5f}C(O)(CR'R')_rR^{5b}$, $(CR'R')_rC(O)O(CR'R')_rR^{5d}$,
 $(CR'R')_rOC(O)(CR'R')_rR^{5b}$, $(CR'R')_rNR^{5f}C(O)O(CR'R')_rR^{5d}$,
15 $(CR'R')_rOC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}$,
 $(CR'R')_rC(=NR^{5f})NR^{5a}R^{5a}$, $(CR'R')_rNHC(=NR^{5f})NR^{5f}R^{5f}$,
 $(CR'R')_rS(O)_p(CR'R')_rR^{5b}$, $(CR'R')_rS(O)_2NR^{5a}R^{5a}$,
 $(CR'R')_rNR^{5a}S(O)_2NR^{5a}R^{5a}$, $(CR'R')_rNR^{5f}S(O)_2(CR'R')_rR^{5b}$,
 C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R' ,
20 C_{2-8} alkynyl substituted with 0-3 R' , $(CR'R')_r$ phenyl substituted with 0-3 R^{5e} , and a $(CRR)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5c} ;

25 alternatively, two R^5 on adjacent atoms on R^2 may join to form a cyclic acetal;

R^{5a} , at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{5g} , C_{2-6} alkyl
30 substituted with 0-2 R^{5e} , C_{3-8} alkenyl substituted with 0-2 R^{5e} , C_{3-8} alkynyl substituted with 0-2 R^{5e} , a $(CH_2)_r$ - C_{3-10} carbocyclic residue substituted with

0-5 R^{5e} , and a $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e} ;

5 R^{5b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-2 R^{5e} , C_{3-8} alkenyl substituted with 0-2 R^{5e} , C_{3-8} alkynyl substituted with 0-2 R^{5e} , a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{5e} , and a $(CH_2)_r$ -5-6 membered
10 heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e} ;

R^{5d} , at each occurrence, is independently selected from C_{3-8} alkenyl substituted with 0-2 R^{5e} , C_{3-8} alkynyl substituted with 0-2 R^{5e} , methyl, CF_3 , C_{2-6} alkyl substituted with 0-3 R^{5e} , a $(CH_2)_r$ - C_{3-10} carbocyclic residue substituted with 0-3 R^{5e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted
15 with 0-3 R^{5e} ;
20

R^{5e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{5f}R^{5f}$, and $(CH_2)_r$ phenyl;
25

R^{5f} , at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

30 R^{5g} is independently selected from $-C(O)R^{5b}$, $-C(O)OR^{5d}$, $-C(O)NR^{5f}R^{5f}$, and $(CH_2)_r$ phenyl;

R', at each occurrence, is selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with R^{5e};

5 R⁶, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{6d}, (CRR)_qS(O)_pR^{6d}, (CRR)_rC(O)R^{6b}, (CRR)_rNR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}OR^{6d}, (CRR)SO₂NR^{6a}R^{6a}, (CRR)_rC(O)OR^{6d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue
 10 substituted with 0-5 R^{6e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

alternatively, R⁶ and R⁷ join to form a C₃₋₆ cycloalkyl
 15 substituted with 0-2 R^{6g}, a 5-6 membered ring lactam substituted with 0-2 R^{6g}, or a 5-6 membered ring lactone substituted with 0-2 R^{6g};

R^{6a}, at each occurrence, is independently selected from H,
 20 methyl, C₂₋₆ alkyl substituted with 0-3 R^{6e}, C₃₋₈ alkenyl substituted with 0-3 R^{6e}, C₃₋₈ alkynyl substituted with 0-3 R^{6e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e}, and a (CH₂)_r-5-10 membered heterocyclic system
 25 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6b}, at each occurrence, is independently selected from
 C₁₋₆ alkyl substituted with 0-3 R^{6e}, C₂₋₈ alkenyl
 30 substituted with 0-3 R^{6e}, C₂₋₈ alkynyl substituted with 0-3 R^{6e}, a (CH₂)_r-C₃₋₆ carbocyclic residue

substituted with 0-2 R^{6e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e} ;

5 R^{6d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{6e} , C_{3-6} alkenyl substituted with 0-3 R^{6e} , C_{3-6} alkynyl substituted with 0-3 R^{6e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{6e} , and a $(CH_2)_r$ -5-6 membered
 10 heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e} ;

R^{6e} , at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6}
 15 cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{6f}R^{6f}$, and $(CH_2)_r$ phenyl;

R^{6f} , at each occurrence, is independently selected from H,
 20 C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{6g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{6d}$,
 $(CHR)_qS(O)_pR^{6d}$, $(CHR)_rC(O)R^{6b}$, $(CHR)_qNR^{6a}R^{6a}$,
 $(CHR)_rC(O)NR^{6a}R^{6a}$, $(CHR)_rC(O)NR^{6a}OR^{6d}$,
 25 $(CHR)_qSO_2NR^{6a}R^{6a}$, $(CHR)_rC(O)OR^{6d}$, and a $(CHR)_r$ - C_{3-10} carbocyclic residue substituted with 0-5 R^{6e} ;

R^7 , is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{7d}$,
 30 $(CRR)_qS(O)_pR^{7d}$, $(CRR)_rC(O)R^{7b}$, $(CRR)_rNR^{7a}R^{7a}$,

(CRR)_rC(O)NR^{7a}R^{7a}, (CRR)_rC(O)NR^{7a}OR^{7d},
 (CRR)_qSO₂NR^{7a}R^{7a}, (CRR)_rC(O)OR^{7d}, a (CRR)_r-C₃₋₁₀
 carbocyclic residue substituted with 0-5 R^{7e}, and a
 (CRR)_r-5-10 membered heterocyclic system containing
 5 1-4 heteroatoms selected from N, O, and S,
 substituted with 0-3 R^{7e};

R^{7a}, at each occurrence, is independently selected from H,
 methyl, C₂₋₆ alkyl substituted with 0-3 R^{7e}, C₃₋₈
 10 alkenyl substituted with 0-3 R^{7e}, C₃₋₈ alkynyl
 substituted with 0-3 R^{7e}, (CH₂)_rC₃₋₆ cycloalkyl, a
 (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5
 R^{7e}, and a (CH₂)_r-5-10 membered heterocyclic system
 containing 1-4 heteroatoms selected from N, O, and
 15 S, substituted with 0-3 R^{7e};

R^{7b}, at each occurrence, is independently selected from
 C₁₋₆ alkyl substituted with 0-3 R^{7e}, C₂₋₈ alkenyl
 substituted with 0-3 R^{7e}, C₂₋₈ alkynyl substituted
 20 with 0-3 R^{7e}, a (CH₂)_r-C₃₋₆ carbocyclic residue
 substituted with 0-2 R^{7e}, and a (CH₂)_r-5-6 membered
 heterocyclic system containing 1-4 heteroatoms
 selected from N, O, and S, substituted with 0-3 R^{7e};

25 R^{7d}, at each occurrence, is independently selected from H,
 methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{7e},
 C₃₋₆ alkenyl substituted with 0-3 R^{7e}, C₃₋₆ alkynyl
 substituted with 0-3 R^{7e}, a C₃₋₁₀ carbocyclic residue
 substituted with 0-3 R^{7e}, and a (CH₂)_r-5-6 membered

heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-3 R^{7e};

5 R^{7e}, at each occurrence, is independently selected from
C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆
cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
(CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅
alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

10 R^{7f}, at each occurrence, is independently selected from H,
C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R⁸ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{8d},
15 (CRR)_rS(O)_pR^{8d}, (CRR)_rC(O)R^{8b}, (CRR)_rNR^{8a}R^{8a},
(CRR)_rC(O)NR^{8a}R^{8a}, (CRR)_rC(O)NR^{8a}OR^{8d},
(CRR)_rSO₂NR^{8a}R^{8a}, (CRR)_rC(O)OR^{8d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{8e}, and a
(CRR)_r-5-10 membered heterocyclic system containing
20 1-4 heteroatoms selected from N, O, and S,
substituted with 0-3 R^{8e};

alternatively, R⁸ and R⁹ join to form a C₃₋₆ cycloalkyl
substituted with 0-2 R^{8g}, a 5-6 membered ring lactam
25 substituted with 0-2 R^{8g}, or a 5-6 membered ring
lactone substituted with 0-2 R^{8g};

R^{8a}, at each occurrence, is independently selected from H,
methyl, C₂₋₆ alkyl substituted with 0-3 R^{8e}, C₃₋₈
30 alkenyl substituted with 0-3 R^{8e}, C₃₋₈ alkynyl
substituted with 0-3 R^{8e}, (CH₂)_rC₃₋₆ cycloalkyl, a

(CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

5

R^{8b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{8e}, C₂₋₈ alkenyl substituted with 0-3 R^{8e}, C₂₋₈ alkynyl substituted with 0-3 R^{8e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{8e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

10

R^{8d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{8e}, C₃₋₆ alkenyl substituted with 0-3 R^{8e}, C₃₋₆ alkynyl substituted with 0-3 R^{8e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{8e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

15

20

R^{8e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{8f}R^{8f}, and (CH₂)_rphenyl;

25

R^{8f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

30

R^{8g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{8d}$,
 $(CHR)_qS(O)_pR^{8d}$, $(CHR)_rC(O)R^{8b}$, $(CHR)_qNR^{8a}R^{8a}$,
 $(CHR)_rC(O)NR^{8a}R^{8a}$, $(CHR)_rC(O)NR^{8a}OR^{8d}$,
 $(CHR)_qSO_2NR^{8a}R^{8a}$, $(CHR)_rC(O)OR^{8d}$, and a $(CHR)_r-C_{3-10}$
 5 carbocyclic residue substituted with 0-5 R^{8e} ;

R^9 is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6}
 alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{9d}$,
 $(CRR)_rS(O)_pR^{9d}$, $(CRR)_rC(O)R^{9b}$, $(CRR)_rNR^{9a}R^{9a}$,
 10 $(CRR)_rC(O)NR^{9a}R^{9a}$, $(CRR)_rC(O)NR^{9a}OR^{9d}$,
 $(CRR)_rSO_2NR^{9a}R^{9a}$, $(CRR)_rC(O)OR^{9d}$, a $(CRR)_r-C_{3-10}$
 carbocyclic residue substituted with 0-5 R^{9e} , and a
 $(CRR)_r-5-10$ membered heterocyclic system containing
 1-4 heteroatoms selected from N, O, and S,
 15 substituted with 0-3 R^{9e} ;

R^{9a} , at each occurrence, is independently selected from H,
 methyl, C_{2-6} alkyl substituted with 0-3 R^{9e} , C_{3-8}
 alkenyl substituted with 0-3 R^{9e} , C_{3-8} alkynyl
 20 substituted with 0-3 R^{9e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a
 $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5
 R^{9e} , and a $(CH_2)_r-5-10$ membered heterocyclic system
 containing 1-4 heteroatoms selected from N, O, and
 S, substituted with 0-3 R^{9e} ;

25

R^{9b} , at each occurrence, is independently selected from
 C_{1-6} alkyl substituted with 0-3 R^{9e} , C_{2-8} alkenyl
 substituted with 0-3 R^{9e} , C_{2-8} alkynyl substituted
 with 0-3 R^{9e} , a $(CH_2)_r-C_{3-6}$ carbocyclic residue
 30 substituted with 0-2 R^{9e} , and a $(CH_2)_r-5-6$ membered

heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9d}, at each occurrence, is independently selected from H,
5 methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{9e},
C₃₋₆ alkenyl substituted with 0-3 R^{9e}, C₃₋₆ alkynyl
substituted with 0-3 R^{9e}, a C₃₋₁₀ carbocyclic residue
substituted with 0-3 R^{9e}, and a (CH₂)_{r-5-6} membered
heterocyclic system containing 1-4 heteroatoms
10 selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9e}, at each occurrence, is independently selected from
C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆
cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
15 (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅
alkyl, (CH₂)_rNR^{9f}R^{9f}, and (CH₂)_rphenyl;

R^{9f}, at each occurrence, is independently selected from H,
C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

20 R¹⁰ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{10d},
(CRR)_rS(O)_pR^{10d}, (CRR)_rC(O)R^{10b}, (CRR)_rNR^{10a}R^{10a},
(CRR)_rC(O)NR^{10a}R^{10a}, (CRR)_rC(O)NR^{10a}OR^{10d},
25 (CRR)_rSO₂NR^{10a}R^{10a}, (CRR)_rC(O)OR^{10d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{10e}, and a
(CRR)_{r-5-10} membered heterocyclic system containing
1-4 heteroatoms selected from N, O, and S,
substituted with 0-3 R^{10e};

30

alternatively, R^{10} and R^{11} join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{10g} , a 5-6 membered ring lactam substituted with 0-2 R^{10g} , or a 5-6 membered ring lactone substituted with 0-2 R^{10g} ;

5

R^{10a} , at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{10e} , C_{3-8} alkenyl substituted with 0-3 R^{10e} , C_{3-8} alkynyl substituted with 0-3 R^{10e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a
 10 $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{10e} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;

15 R^{10b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{10e} , C_{2-8} alkenyl substituted with 0-3 R^{10e} , C_{2-8} alkynyl substituted with 0-3 R^{10e} , a $(CH_2)_r-C_{3-6}$ carbocyclic residue substituted with 0-2 R^{10e} , and a $(CH_2)_r-5-6$ membered
 20 heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;

R^{10d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3
 25 R^{10e} , C_{3-6} alkenyl substituted with 0-3 R^{10e} , C_{3-6} alkynyl substituted with 0-3 R^{10e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{10e} , and a $(CH_2)_r-5-6$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S,
 30 substituted with 0-3 R^{10e} ;

R^{10e} , at each occurrence, is independently selected from
 C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6}
cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$,
5 $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$
alkyl, $(CH_2)_rNR^{10f}R^{10f}$, and $(CH_2)_r$ phenyl;

R^{10f} , at each occurrence, is independently selected from
H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

10

R^{10g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{10d}$,
 $(CHR)_qS(O)_pR^{10d}$, $(CHR)_rC(O)R^{10b}$, $(CHR)_qNR^{10a}R^{10a}$,
 $(CHR)_rC(O)NR^{10a}R^{10a}$, $(CHR)_rC(O)NR^{10a}OR^{10d}$,
 $(CHR)_qSO_2NR^{10a}R^{10a}$, $(CHR)_rC(O)OR^{10d}$, and a $(CHR)_r-C_{3-10}$
15 carbocyclic residue substituted with 0-5 R^{10e} ;

R^{11} , is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6}
alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{11d}$,
 $(CRR)_rS(O)_pR^{11d}$, $(CRR)_rC(O)R^{11b}$, $(CRR)_rNR^{11a}R^{11a}$,
20 $(CRR)_rC(O)NR^{11a}R^{11a}$, $(CRR)_rC(O)NR^{11a}OR^{11d}$,
 $(CRR)_rSO_2NR^{11a}R^{11a}$, $(CRR)_rC(O)OR^{11d}$, a $(CRR)_r-C_{3-10}$
carbocyclic residue substituted with 0-5 R^{11e} , and a
 $(CRR)_r-5-10$ membered heterocyclic system containing
1-4 heteroatoms selected from N, O, and S,
25 substituted with 0-3 R^{11e} ;

R^{11a} , at each occurrence, is independently selected from
H, methyl, C_{2-6} alkyl substituted with 0-3 R^{11e} , C_{3-8}
alkenyl substituted with 0-3 R^{11e} , C_{3-8} alkynyl
30 substituted with 0-3 R^{11e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a
 $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5

R^{11e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

5 R^{11b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{11e}, C₂₋₈ alkenyl substituted with 0-3 R^{11e}, C₂₋₈ alkynyl substituted with 0-3 R^{11e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{11e}, and a (CH₂)_r-5-6 membered
10 heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3
15 R^{11e}, C₃₋₆ alkenyl substituted with 0-3 R^{11e}, C₃₋₆ alkynyl substituted with 0-3 R^{11e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{11e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S,
20 substituted with 0-3 R^{11e};

R^{11e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
25 (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{11f}R^{11f}, and (CH₂)_rphenyl;

R^{11f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

30

- R^{12} is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{12d}$, $(CRR)_qS(O)_pR^{12d}$, $(CRR)_rC(O)R^{12b}$, $(CRR)_rNR^{12a}R^{12a}$, $(CRR)_rC(O)NR^{12a}R^{12a}$, $(CRR)_rC(O)NR^{12a}OR^{12d}$, $(CRR)_qSO_2NR^{12a}R^{12a}$, $(CRR)_rC(O)OR^{12d}$, a $(CRR)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{12e} , and a $(CRR)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e} ;
- R^{12a} , at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{12e} , C_{3-8} alkenyl substituted with 0-3 R^{12e} , C_{3-8} alkynyl substituted with 0-3 R^{12e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{12e} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e} ;
- R^{12b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{12e} , C_{2-8} alkenyl substituted with 0-3 R^{12e} , C_{2-8} alkynyl substituted with 0-3 R^{12e} , a $(CH_2)_r-C_{3-6}$ carbocyclic residue substituted with 0-2 R^{12e} , and a $(CH_2)_r-5-6$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e} ;
- R^{12d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{12e} , C_{3-6} alkenyl substituted with 0-3 R^{12e} , C_{3-6} alkynyl substituted with 0-3 R^{12e} , a C_{3-10}

carbocyclic residue substituted with 0-3 R^{12e} , and a
 $(CH_2)_r$ -5-6 membered heterocyclic system containing
 1-4 heteroatoms selected from N, O, and S,
 substituted with 0-3 R^{12e} ;

5

R^{12e} , at each occurrence, is independently selected from
 C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6}
 cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$,
 $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$
 10 alkyl, $(CH_2)_rNR^{12f}R^{12f}$, and $(CH_2)_r$ phenyl;

R^{12f} , at each occurrence, is selected from H, C_{1-6} alkyl,
 and C_{3-6} cycloalkyl;

15 R^{13} , at each occurrence, is independently selected from H,
 and C_{1-4} alkyl substituted with 0-1 R^{13b} , $-OH$, $-NH_2$,
 F, Cl, Br, I, $-OR^{13a}$, $-N(R^{13a})_2$, and C_{1-4} alkyl
 substituted with 0-3 R^{13b} ;

20 R^{13b} , at each occurrence, is independently selected from
 $-OH$, $-SH$, $-NR^{13c}R^{13c}$, $-C(O)NR^{13c}R^{13c}$, and $-NHC(O)R^{13c}$;

R^{13c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

25 R^{14} is independently selected from H, and C_{1-4} alkyl
 substituted with 0-1 R^{14b} ;

R^{14b} , at each occurrence, is independently selected from
 $-OH$, $-SH$, $-NR^{14c}R^{14c}$, $-C(O)NR^{14c}R^{14c}$, and $-NHC(O)R^{14c}$;

30

R^{14c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-3 R^{16a}, and C₃₋₆ cycloalkyl substituted with 0-3 R^{16a};

R^{16a} is selected from C₁₋₄ alkyl, -OH, -SH, -NR^{16c}R^{16c},
 5 -C(O)NR^{16c}R^{16c}, and -NHC(O)R^{16c};

R^{16c} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl;

R¹⁷ is selected from H, C₁₋₄ alkyl, and C₃₋₄ cycloalkyl;

10

R¹⁸ is selected from H, C₁₋₄ alkyl, and C₃₋₄ cycloalkyl;

R¹⁹ is selected from H, C₁₋₄ alkyl, C₃₋₄ cycloalkyl,
 -C(O)H, and -C(O)-C₁₋₄alkyl;

15

R²⁴, at each occurrence, is independently selected from H
 and C₁₋₄alkyl;

alternatively, two R²⁴s, along with the carbon atom to
 20 which they are attached, join to form a C₃₋₆
 carbocyclic ring;

R²⁵, at each occurrence, is independently selected from H,
 C₁₋₄alkyl, OH, NH₂, -O-C₁₋₄ alkyl, NR^{25a}R^{25a},
 25 C(O)NR^{25a}R^{25a}, NR^{25a}C(O)R^{25b}, NR^{25a}C(O)OR^{25d},
 OC(O)NR^{25a}R^{25a}, and (CHR)_rC(O)OR^{25d};

alternatively, two R²⁵s, along with the carbon atom or
 atoms to which they are attached, join to form a C₃₋₆
 30 carbocyclic ring;

R^{25a}, at each occurrence, is independently selected from H,
and C₁₋₄ alkyl,

5 R^{25b}, at each occurrence, is independently selected from
H, C₁₋₄ alkyl, C₃₋₆ alkenyl, and C₃₋₆ alkynyl;

R^{25d}, at each occurrence, is independently selected from
C₁₋₄ alkyl, C₃₋₆ alkenyl, and C₃₋₆ alkynyl;

10 R²⁶ is selected from C₁₋₄ alkyl;

n is selected from 0, 1, 2, and 3;

l is selected from 0 and 1;

15

m is selected from 0 and 1;

p, at each occurrence, is selected from 0, 1, or 2;

20 q, at each occurrence, is selected from 1, 2, 3, or 4;

r, at each occurrence, is selected from 0, 1, 2, 3, or 4;

s is selected from 0 and 1; and

25

t is selected from 1, 2 and 3.

2. The compound of claim 1, wherein:

30 R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-1
R^{16a}, wherein the alkyl is selected from methyl,
ethyl, propyl, i-propyl, butyl, i-butyl, and
s-butyl, and C₃₋₄ cycloalkyl substituted with 0-3
R^{16a} wherein the cycloalkyl is selected from
35 cyclopropyl and cyclobutyl;

R^{16a} is selected from methyl, ethyl, propyl, i-propyl,
-OH, -SH, -NR^{16c}R^{16c}, -C(O)NR^{16c}R^{16c}, and -NHC(O)R^{16c};

5 R^{16c} is selected from H, methyl, ethyl, propyl, i-propyl,
butyl, cyclopropyl, cyclopentyl, and cyclohexyl; and

R¹⁷ is selected from H, methyl, ethyl, propyl, and
i-propyl.

10

3. The compound of claim 2, wherein:

R⁹ and R¹¹ are H; and

15 R⁸ and R¹⁰ are independently selected from H, methyl,
ethyl, propyl, i-propyl, butyl, and cyclopropyl.

4. The compound of claim 3, wherein:

20 R³ is selected from (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{3d},
(CRR)_qS(O)_pR^{3d}, (CRR)_rC(O)R^{3b}, (CRR)_qNR^{3a}R^{3a},
(CRR)_rC(O)NR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}OR^{3d},
(CRR)_qSO₂NR^{3a}R^{3a}, (CRR)_rC(O)OR^{3d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{3e}, and a
25 (CRR)_r-5-10 membered heterocyclic system containing
1-4 heteroatoms selected from N, O, and S,
substituted with 0-3 R^{3e} wherein the heterocyclic
system is selected from pyridinyl, thiophenyl,
furanyl, indazolyl, benzothiazolyl, benzimidazolyl,
30 benzothiophenyl, benzofuranyl, benzoxazolyl,
benzisoxazolyl, quinolinyl, isoquinolinyl,
imidazolyl, indolyl, indolinyl, isoindolyl,
isothiadiazolyl, isoxazolyl, piperidinyl,
pyrrazolyl, pyrrolidinyl, tetrahydrofuranyl,
35 tetrahydrothiophenyl, 1,2,4-triazolyl, 1,2,3-

triazolyl, tetrazolyl, thiadiazolyl, thiazolyl,
oxazolyl, pyrazinyl, and pyrimidinyl;

5 R^6 is selected from H, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{6d}$,
 $(CRR)_qS(O)_pR^{6d}$, $(CRR)_rC(O)R^{6b}$, $(CRR)_qNR^{6a}R^{6a}$,
 $(CRR)_rC(O)NR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}OR^{6d}$,
 $(CRR)_qSO_2NR^{6a}R^{6a}$, $(CRR)_rC(O)OR^{6d}$, a $(CRR)_r-C_{6-10}$
carbocyclic residue substituted with 0-5 R^{6e} , and a
10 $(CRR)_r-5-10$ membered heterocyclic system containing
1-4 heteroatoms selected from N, O, and S,
substituted with 0-6 R^{6e} wherein the heterocyclic
system is selected from pyridinyl, thiophenyl,
furanyl, indazolyl, benzothiazolyl, benzimidazolyl,
15 benzothiophenyl, benzofuranyl, benzoxazolyl,
benzisoxazolyl, quinolinyl, isoquinolinyl,
imidazolyl, indolyl, indolinyl, isoindolyl,
isothiadiazolyl, isoxazolyl, piperidinyl,
pyrrazolyl, pyrrolidinyl, tetrahydrofuranyl,
tetrahydrothiophenyl, 1,2,4-triazolyl, 1,2,6-
20 triazolyl, tetrazolyl, thiadiazolyl, thiazolyl,
oxazolyl, pyrazinyl, and pyrimidinyl;

R^7 is H;

25 R^{12} is selected from H, methyl, ethyl, and propyl;

alternatively, R^3 and R^{12} join to form a C_{3-6} cycloalkyl
substituted with 0-2 R^{3g} , a 5-6 membered lactam ring
substituted with 0-2 R^{3g} , or a 5-6 membered lactone
30 ring substituted with 0-2 R^{3g} ; and

$m + 1$ is equal to 1.

35 5. The compound of claim 4, wherein:

R¹ is selected from phenyl substituted with 0-3 R⁴ and a
 5-10 membered heteroaryl system substituted with 0-3
 R⁴, wherein the heteroaryl is selected from
 benzimidazolyl, benzofuranyl, benzothiofuranyl,
 5 benzoxazolyl, benzthiazolyl, benztriazolyl,
 benztetrazolyl, benzisoxazolyl, benzisothiazolyl,
 benzimidazolonyl, cinnolinyl, furanyl, imidazolyl,
 indazolyl, indolyl, isoquinolinyl isothiazolyl,
 isoxazolyl, oxazolyl, pyrazinyl, pyrazolyl,
 10 pyridazinyl, pyridinyl, pyrimidinyl, pyrrolyl,
 quinazolinyl, quinolinyl, thiazolyl, thienyl, and
 tetrazolyl;

R² is selected from phenyl substituted with 0-3 R⁵ and a
 15 5-10 membered heteroaryl system containing 1-4
 heteroatoms substituted with 0-3 R⁵, wherein the
 heteroaryl system is selected from benzimidazolyl,
 benzofuranyl, benzothiofuranyl, benzoxazolyl,
 benzthiazolyl, benztriazolyl, benztetrazolyl,
 20 benzisoxazolyl, benzisothiazolyl, benzimidazolonyl,
 cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl,
 isoquinolinyl isothiazolyl, isoxazolyl, oxazolyl,
 pyrazinyl, pyrazolyl, pyridazinyl, pyridinyl,
 pyrimidinyl, pyrrolyl, quinazolinyl, quinolinyl,
 25 thiazolyl, thienyl, and tetrazolyl.

6. The compound of claim 5, wherein:

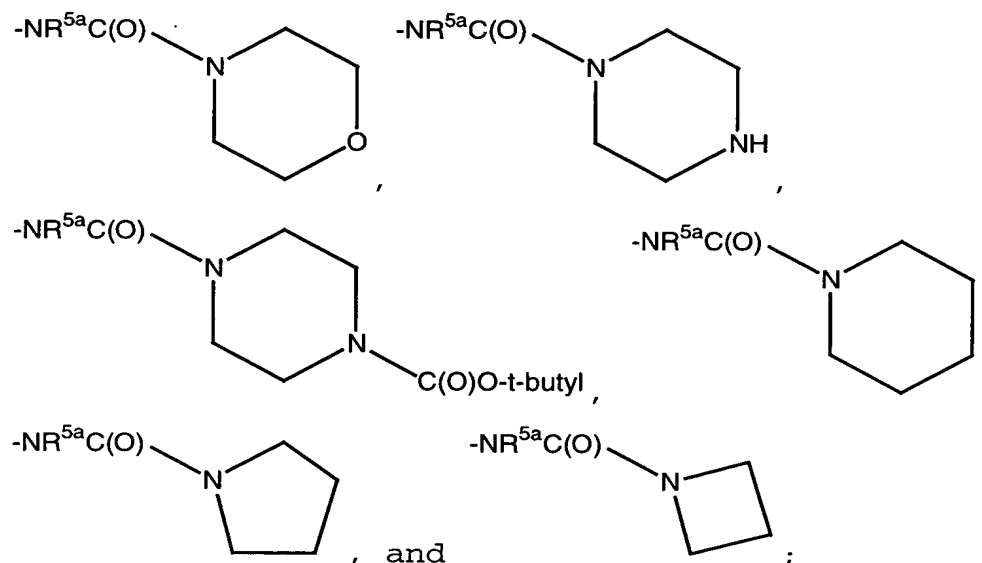
X is CHR¹⁶R¹⁷;
 30

R⁴, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈
 alkenyl, C₂₋₈ alkynyl, (CR'R')_rC₃₋₆ cycloalkyl, Cl,
 Br, I, F, NO₂, CN, (CR'R')_rNR^{4a}R^{4a}, (CR'R')_rOH,
 (CR'R')_rOR^{4d}, (CR'R')_rSH, (CR'R')_rSR^{4d},

- $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)R^{4b}$, $(CR'R')_rC(O)NR^{4a}R^{4a}$,
 $(CR'R')_rNR^{4f}C(O)R^{4b}$, $(CR'R')_rC(O)OR^{4d}$,
 $(CR'R')_rOC(O)R^{4b}$, $(CR'R')_rNR^{4f}C(O)OR^{4d}$,
 $(CR'R')_rOC(O)NR^{4a}R^{4a}$, $(CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}$,
5 $(CR'R')_rS(O)_pR^{4b}$, $(CR'R')_rS(O)_2NR^{4a}R^{4a}$,
 $(CR'R')_rNR^{4f}S(O)_2R^{4b}$, $(CR'R')_rNR^{4f}S(O)_2NR^{4a}R^{4a}$, C_{1-6}
haloalkyl, and $(CR'R')_r$ phenyl substituted with 0-3
 R^{4e} ;
- 10 alternatively, two R^4 on adjacent atoms join to form
 $-O-(CH_2)-O-$;
- R^{4a} , at each occurrence, is independently selected from H,
methyl, ethyl, propyl, i-propyl, butyl, s-butyl,
15 i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl,
and a $(CH_2)_r-C_{3-6}$ carbocyclic residue selected from
cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;
- R^{4b} , at each occurrence, is selected from methyl, ethyl,
20 propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl,
pentyl, hexyl, allyl, propargyl, a $(CH_2)_r-C_{3-6}$
carbocyclic residue substituted with 0-3 R^{4e} , wherein
the carbocyclic residue is selected from
cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl,
25 and a $(CH_2)_r-5-6$ membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-2 R^{4e} , wherein the heterocyclic
system is selected from pyridinyl, thiophenyl,
furanyl, indazolyl, benzothiazolyl, benzimidazolyl,
30 benzothiophenyl, benzofuranyl, benzoxazolyl,
benzisoxazolyl, quinolinyl, isoquinolinyl,
imidazolyl, indolyl, indolinyl, isoindolyl,
isothiadiazolyl, isoxazolyl, piperidinyl,
pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl,

tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

- 5 R^{4d} , at each occurrence, is selected from H, methyl, CF_3 , ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a $(CH_2)_r-C_{3-6}$ carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;
- 10 R^{4e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4f}R^{4f}$, and $(CH_2)_r$ phenyl;
- 15 R^{4f} , at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl;
- 20 R^5 , at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, pentyl, hexyl, $(CR'R')_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(CR'R')_rNR^{5a}R^{5a}$, $(CR'R')_rOH$, $(CR'R')_rOR^{5d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rSR^{5d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)R^{5b}$, $(CR'R')_rC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5f}C(O)R^{5b}$, $(CR'R')_rC(O)OR^{5d}$, $(CR'R')_rOC(O)R^{5b}$, $(CR'R')_rNR^{5f}C(O)OR^{5d}$, $(CR'R')_rOC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{7a}C(O)NR^{7a}R^{7a}$, $(CR'R')_rNR^{7a}C(O)O(CR'R')_rR^{7d}$, $(CR'R')_rS(O)_pR^{5b}$, $(CR'R')_rS(O)_2NR^{5a}R^{5a}$, $(CR'R')_rNR^{5f}S(O)_2R^{5b}$, C_{1-6} haloalkyl, and $(CHR')_r$ phenyl substituted with 0-3 R^{5e} , a $(CRR)_{r-5-10}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5c} ,
- 30



5 alternatively, two R^5 on adjacent atoms join to form
 $-O-(CH_2)-O-$;

R^{5a} , at each occurrence, is independently selected from H,
 methyl, ethyl, propyl, i-propyl, butyl, s-butyl,
 10 i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl,
 and a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted
 with 0-1 R^{5e} , wherein the carbocyclic residue is
 selected from cyclopropyl, cyclobutyl, cyclopentyl,
 cyclohexyl, phenyl and naphthyl;

15 R^{5b} , at each occurrence, is selected from methyl, ethyl,
 propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl,
 pentyl, hexyl, allyl, propargyl, a $(CH_2)_r-C_{3-6}$
 carbocyclic residue selected from cyclopropyl,
 20 cyclobutyl, cyclopentyl, cyclohexyl, and phenyl; and
 a $(CH_2)_r-5-6$ membered heterocyclic system containing
 1-4 heteroatoms selected from N, O, and S, wherein
 the heterocyclic system is selected from pyridinyl,
 thiophenyl, furanyl, indazolyl, azetidyl,
 25 benzothiazolyl, benzimidazolyl, benzothiophenyl,
 benzofuranyl, benzoxazolyl, benzisoxazolyl,
 quinolinyl, isoquinolinyl, imidazolyl, indolyl,

indoliny1, isoindoly1, isothiadiazo1y1, isoxazo1y1,
morpholinyl, piperidinyl, pyrro1yl, 2,5-
dihydropyrro1yl, pyrrazo1yl, 1,2,4-triazo1yl, 1,2,3-
5 triazo1yl, tetrazo1yl, thiadiazo1yl, thiazo1yl,
oxazo1yl, pyrazinyl, and pyrimidinyl;

R^{5d}, at each occurrence, is selected from H, methyl, CF₃,
ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl,
t-butyl, pentyl, hexyl, allyl, propargyl, and a
10 (CH₂)_r-C₃₋₆ carbocyclic residue selected from
cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

R^{5e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈
alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F,
15 Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH,
(CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4f}R^{4f}, and (CH₂)_rphenyl; and

R^{5f}, at each occurrence, is selected from H, methyl,
ethyl, propyl, i-propyl, butyl, and cyclopropyl,
20 cyclobutyl, and phenyl.

7. The compound of claim 6, wherein:

R⁵ is selected from methyl, ethyl, propyl, i-propyl,
25 butyl, i-butyl, s-butyl, pentyl, hexyl, CF₃, CF₂CF₃,
CF₂H, OCF₃, Cl, Br, I, F, SCF₃, NR^{5a}R^{5a}, NHC(O)OR^{5a},
NHC(O)R^{5b}, and NHC(O)NHR^{5a}; and

R¹² is selected from H and methyl.
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8. A compound of claim 7, wherein:

Z is -NC(O)-, -NHC(S)-, -NHC(O)NH-, -NHC(S)NH-, -NH₂SO₂-,
-NR¹⁹-CH₂-;
35

X is $-\text{CHR}^{16}\text{NR}^{17}-$;

R^1 is selected from phenyl substituted with 0-3 R^4 , and a
5 5-10 membered heteroaryl system substituted with 0-2
 R^4 , wherein the heteroaryl is selected from indolyl,
and pyridyl;

R^2 is phenyl substituted with 0-2 R^5 ;

10 R^3 is selected from $(\text{CRR})_q\text{OH}$, $(\text{CRR})_q\text{OR}^{3d}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$,
 $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{3a}\text{R}^{3a}$, $(\text{CHR})_r\text{C}(\text{O})\text{NR}^{3a}\text{OR}^{3d}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{3b}$,
 $(\text{CH}_2)_r\text{C}(\text{O})\text{OR}^{3d}$, and (CH_2) -phenyl;

R^{3a} is selected from H, methyl, ethyl, propyl, i-propyl,
15 butyl, i-butyl, s-butyl, t-butyl, allyl, CH_2CF_3 ,
 $\text{C}(\text{CH}_3)\text{CH}_2\text{CH}_2\text{OH}$, cyclopropyl, 1-methylcyclopropyl,
cyclobutyl, cyclopentyl, cyclohexyl, phenyl, and
benzyl;

20 R^{3b} is selected from pyrrolidinyl, pyrrolid-3-enyl, and
morpholinyl;

R^{3d} is selected from methyl, ethyl, propyl, i-propyl,
butyl, i-butyl, t-butyl and benzyl;

25 R is selected from H, methyl, ethyl, propyl, i-propyl,
butyl, i-butyl, s-butyl, pentyl, neopentyl, phenyl
and benzyl;

30 R^4 is selected from methyl, ethyl, propyl, i-propyl,
butyl, ethylene, OCH_3 , OCF_3 , SCH_3 , SO_2CH_3 , Cl, F, Br,
CN;

alternatively, two R^4 join to form $-\text{O}-(\text{CH}_2)-\text{O}-$;

35

R⁶ is selected from H, methyl, ethyl, propyl, i-propyl, butyl, C(O)OCH₃, C(O)NHCH₂CH₃;

R⁷ is H;

5

R¹⁶ is selected from H and methyl;

R¹⁷ is selected from H and methyl;

10 m is 0 ;

l is 0

r is 0 or 1; and

15

q is 1.

9. The compound of claim 1, wherein the compound is selected from:

20

N-[(3*S*)-1-[(1*S*, 2*S*)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl]-2-oxo-pyrrolidin-3-yl]-3-trifluoromethyl-benzamide;

25

1-[(3*S*)-1-[(1*S*, 2*S*)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl]-2-oxo-pyrrolidin-3-yl]-3-(3-trifluoromethylphenyl)-urea;

30

{2-[(3*S*)-1-[(1*S*, 2*S*)-1-[(2,4-Dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl]-2-oxo-pyrrolidin-3-ylcarbamoyl]-4-trifluoromethyl-phenyl}-carbamic acid tert-butyl ester;

2-Amino-N-[(3*S*)-1-[(1*S*, 2*S*)-1-[(2,4-dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl]-2-oxo-pyrrolidin-3-yl]-5-trifluoromethyl-benzamide;

5 3-Amino-N-[(3*S*)-1-[(1*S*, 2*S*)-1-[(2,4-dimethyl-benzylamino)-methyl]-2-hydroxy-pentyl]-2-oxo-pyrrolidin-3-yl]-5-trifluoromethyl-benzamide; and

2-Amino-N-{(3*S*)-1-[(1*S*)-1-tert-butylcarbamoyl-2-(2,4-dimethyl-benzylamino)-ethyl]-2-oxo-pyrrolidin-3-yl}-5-trifluoromethyl-benzamide.

10

10. A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 1.

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11. A method for modulation of chemokine or chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

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12. A method for modulation of MCP-1, MCP-2, MCP-3 and MCP-4, and MCP-5 activity that is mediated by the CCR2 receptor comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

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13. A method for modulation of MCP-1 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

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14. A method for treating disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1, said disorders being selected from osteoarthritis,

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aneurism, fever, cardiovascular effects, Crohn's disease, congestive heart failure, autoimmune diseases, HIV-infection, HIV-associated dementia, psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, arteriosclerosis, rheumatoid arthritis, restinosis, organ transplantation, and cancer.

15. The method for treating disorders, of claim 14, wherein said disorders being selected from psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, arteriosclerosis, rheumatoid arthritis, restinosis, organ transplantation, and cancer.

16. The method for treating disorders, of claim 15, wherein said disorders being selected from alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, arteriosclerosis, rheumatoid arthritis, restinosis, organ transplantation, and cancer.

17. The method for treating disorders, of claim 16, wherein said disorders being selected from asthma, multiple sclerosis, arteriosclerosis, rheumatoid arthritis, restinosis, organ transplantation, and cancer.

18. A method for treating rheumatoid arthritis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

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19. A method for treating multiple sclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

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20. A method for treating atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

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21. A method for treating asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

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22. The method for treating disorders of claim 17, wherein said disorders being selected from restinosis, organ transplantation, and cancer.

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23. A method for treating restinosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

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24. A method for treating organ transplantation, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

25. A method for treating inflammatory diseases,
comprising administering to a patient in need thereof a
therapeutically effective amount of a compound of claim
5 1.

26. A method for modulation of CCR2 activity
comprising administering to a patient in need thereof a
therapeutically effective amount of a compound of claim
10 1.